

NEW YORK TIMES CO  
Form SC 13D/A  
February 21, 2008

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**SCHEDULE 13D**

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**

**TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO**

**RULE 13d-2(a)**

**(Amendment No. 2)\***

**The New York Times Company**

(Name of Issuer)

**Class A Common Stock (par value \$0.10 per share)**

(Title of Class of Securities)

**650111107**

(CUSIP Number)

**William R. Lucas, Jr.**

**One Riverchase Parkway South**

**Birmingham, Alabama 35244**

(Name, Address and Telephone Number of

Person Authorized to Receive Notices

and Communications)

**February 19, 2008**

(Date of Event which Requires Filing

of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

## Edgar Filing: NEW YORK TIMES CO - Form SC 13D/A

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**1** NAME OF REPORTING PERSONS  
Harbinger Capital Partners Master Fund I, Ltd.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  0  
(b)  x

**3** SEC USE ONLY

**4** SOURCE OF FUNDS  
WC

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
 0

**6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF	<b>7</b>	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	<b>8</b>	SHARED VOTING POWER
OWNED BY		12,859,208
EACH	<b>9</b>	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	<b>10</b>	SHARED DISPOSITIVE POWER
		12,859,208

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,859,208

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 0

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
8.99%

**14** TYPE OF REPORTING PERSON\*  
CO

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- 1** NAME OF REPORTING PERSONS  
Harbinger Capital Partners Offshore Manager, L.L.C.
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  0  
(b)  x
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
AF
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
 0
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |              |           |                          |
|--------------|-----------|--------------------------|
| NUMBER OF    | <b>7</b>  | SOLE VOTING POWER        |
| SHARES       |           | 0                        |
| BENEFICIALLY | <b>8</b>  | SHARED VOTING POWER      |
| OWNED BY     |           | 12,859,208               |
| EACH         | <b>9</b>  | SOLE DISPOSITIVE POWER   |
| REPORTING    |           | 0                        |
| PERSON       | <b>10</b> | SHARED DISPOSITIVE POWER |
|              |           | 12,859,208               |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,859,208
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 0
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
8.99%
- 14** TYPE OF REPORTING PERSON\*  
OO
-

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- 1** NAME OF REPORTING PERSONS  
HMC Investors, L.L.C.
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  0  
(b)  x
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
AF
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
 0
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |              |           |                          |
|--------------|-----------|--------------------------|
| NUMBER OF    | <b>7</b>  | SOLE VOTING POWER        |
| SHARES       |           | 0                        |
| BENEFICIALLY | <b>8</b>  | SHARED VOTING POWER      |
| OWNED BY     |           | 12,859,208               |
| EACH         | <b>9</b>  | SOLE DISPOSITIVE POWER   |
| REPORTING    |           | 0                        |
| PERSON       | <b>10</b> | SHARED DISPOSITIVE POWER |
|              |           | 12,859,208               |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,859,208
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 0
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
8.99%
- 14** TYPE OF REPORTING PERSON\*  
OO
-

- 1** NAME OF REPORTING PERSONS  
Harbinger Capital Partners Special Situations Fund, L.P.
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  0  
(b)  x
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
WC
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
 0
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |              |           |                          |
|--------------|-----------|--------------------------|
| NUMBER OF    | <b>7</b>  | SOLE VOTING POWER        |
| SHARES       |           | 0                        |
| BENEFICIALLY | <b>8</b>  | SHARED VOTING POWER      |
| OWNED BY     |           | 9,460,126                |
| EACH         | <b>9</b>  | SOLE DISPOSITIVE POWER   |
| REPORTING    |           | 0                        |
| PERSON       | <b>10</b> | SHARED DISPOSITIVE POWER |
|              |           | 9,460,126                |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9,460,126
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 0
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.61%
- 14** TYPE OF REPORTING PERSON\*  
PN
-

- 1** NAME OF REPORTING PERSONS  
Harbinger Capital Partners Special Situations GP, LLC
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  0  
(b)  x
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
AF
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
 0
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |              |           |                          |
|--------------|-----------|--------------------------|
| NUMBER OF    | <b>7</b>  | SOLE VOTING POWER        |
| SHARES       |           | 0                        |
| BENEFICIALLY | <b>8</b>  | SHARED VOTING POWER      |
| OWNED BY     |           | 9,460,126                |
| EACH         | <b>9</b>  | SOLE DISPOSITIVE POWER   |
| REPORTING    |           | 0                        |
| PERSON       | <b>10</b> | SHARED DISPOSITIVE POWER |
|              |           | 9,460,126                |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9,460,126
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 0
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.61%
- 14** TYPE OF REPORTING PERSON\*  
OO
-

- 1** NAME OF REPORTING PERSONS  
HMC - New York, Inc.
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  0  
(b)  x
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
AF
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
 0
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
New York
- |              |           |                          |
|--------------|-----------|--------------------------|
| NUMBER OF    | <b>7</b>  | SOLE VOTING POWER        |
| SHARES       |           | 0                        |
| BENEFICIALLY | <b>8</b>  | SHARED VOTING POWER      |
| OWNED BY     |           | 9,460,126                |
| EACH         | <b>9</b>  | SOLE DISPOSITIVE POWER   |
| REPORTING    |           | 0                        |
| PERSON       | <b>10</b> | SHARED DISPOSITIVE POWER |
|              |           | 9,460,126                |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9,460,126
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 0
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.61%
- 14** TYPE OF REPORTING PERSON\*  
CO
-



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**1** NAME OF REPORTING PERSONS  
 Harbert Management Corporation

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)  0  
 (b)  x

**3** SEC USE ONLY

**4** SOURCE OF FUNDS  
 AF

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
 0

**6** CITIZENSHIP OR PLACE OF ORGANIZATION  
 Alabama

NUMBER OF	<b>7</b>	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	<b>8</b>	SHARED VOTING POWER
OWNED BY		22,319,334
EACH	<b>9</b>	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	<b>10</b>	SHARED DISPOSITIVE POWER
		22,319,334

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 22,319,334

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 0

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 15.61%

**14** TYPE OF REPORTING PERSON\*  
 CO

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- 1** NAME OF REPORTING PERSONS  
Philip Falcone
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  0  
(b)  x
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
AF
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
 0
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S.A.
- |  |           |  |
|--|-----------|--|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON | <b>7</b>  | SOLE VOTING POWER<br>0                 |
|  | <b>8</b>  | SHARED VOTING POWER<br>22,319,334      |
|  | <b>9</b>  | SOLE DISPOSITIVE POWER<br>0            |
|  | <b>10</b> | SHARED DISPOSITIVE POWER<br>22,319,334 |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
22,319,334
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 0
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
15.61%
- 14** TYPE OF REPORTING PERSON\*  
IN
-

- 1** NAME OF REPORTING PERSONS  
Raymond J. Harbert
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  O  
(b)  X
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
AF
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
 O
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S.A.
- |  |           |  |
|--|-----------|--|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON | <b>7</b>  | SOLE VOTING POWER<br>0                 |
|  | <b>8</b>  | SHARED VOTING POWER<br>22,319,334      |
|  | <b>9</b>  | SOLE DISPOSITIVE POWER<br>0            |
|  | <b>10</b> | SHARED DISPOSITIVE POWER<br>22,319,334 |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
22,319,334
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 O
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
15.61%
- 14** TYPE OF REPORTING PERSON\*  
IN
-

- 1** NAME OF REPORTING PERSONS  
Michael D. Luce
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  0  
(b)  x
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
AF
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
 0
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S.A.
- |              |           |                          |
|--------------|-----------|--------------------------|
| NUMBER OF    | <b>7</b>  | SOLE VOTING POWER        |
| SHARES       |           | 0                        |
| BENEFICIALLY | <b>8</b>  | SHARED VOTING POWER      |
| OWNED BY     |           | 22,319,334               |
| EACH         | <b>9</b>  | SOLE DISPOSITIVE POWER   |
| REPORTING    |           | 0                        |
| PERSON       | <b>10</b> | SHARED DISPOSITIVE POWER |
|              |           | 22,319,334               |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
22,319,334
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 0
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
15.61%
- 14** TYPE OF REPORTING PERSON\*  
IN
-

CUSIP No. 650111107

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- 1** NAME OF REPORTING PERSONS  
Harbinger Capital Partners NY, LLC
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  0  
(b)  x
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
OO
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
 0
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |              |           |                          |
|--------------|-----------|--------------------------|
| NUMBER OF    | <b>7</b>  | SOLE VOTING POWER        |
| SHARES       |           | 0                        |
| BENEFICIALLY | <b>8</b>  | SHARED VOTING POWER      |
| OWNED BY     |           | 22,319,134               |
| EACH         | <b>9</b>  | SOLE DISPOSITIVE POWER   |
| REPORTING    |           | 0                        |
| PERSON       | <b>10</b> | SHARED DISPOSITIVE POWER |
|              |           | 22,319,134               |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
22,319,134
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 0
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
15.60%
- 14** TYPE OF REPORTING PERSON\*  
OO
-

- 1** NAME OF REPORTING PERSONS  
Firebrand Investments, LLC
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  0  
(b)  x
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
OO
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
 0
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |              |           |                          |
|--------------|-----------|--------------------------|
| NUMBER OF    | <b>7</b>  | SOLE VOTING POWER        |
| SHARES       |           | 0                        |
| BENEFICIALLY | <b>8</b>  | SHARED VOTING POWER      |
| OWNED BY     |           | 0                        |
| EACH         | <b>9</b>  | SOLE DISPOSITIVE POWER   |
| REPORTING    |           | 0                        |
| PERSON       | <b>10</b> | SHARED DISPOSITIVE POWER |
|              |           | 0                        |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 0
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
Less than 1%
- 14** TYPE OF REPORTING PERSON\*  
OO
-

- 1** NAME OF REPORTING PERSONS  
Scott Galloway
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  0  
(b)  x
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
AF
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
 0
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S.A.
- |              |           |                          |
|--------------|-----------|--------------------------|
| NUMBER OF    | <b>7</b>  | SOLE VOTING POWER        |
| SHARES       |           | 0                        |
| BENEFICIALLY | <b>8</b>  | SHARED VOTING POWER      |
| OWNED BY     |           | 0                        |
| EACH         | <b>9</b>  | SOLE DISPOSITIVE POWER   |
| REPORTING    |           | 0                        |
| PERSON       | <b>10</b> | SHARED DISPOSITIVE POWER |
|              |           | 0                        |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 0
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
Less than 1%
- 14** TYPE OF REPORTING PERSON\*  
IN
-

Item 1. Security and Issuer.

This Amendment No. 2 to Schedule 13D ("Amendment No. 2") is being filed by the undersigned to amend the Schedule 13D filed by the Reporting Persons on February 11, 2008 (the "Schedule 13D"), as Amended by Amendment No. 1 filed February 19, 2008 ("Amendment No. 1") with respect to the Class A Common Stock, \$0.10 par value per share (the "Shares"), of The New York Times Company, a New York corporation (the "Issuer"). The address of the Issuer is 620 Eighth Avenue, New York, NY 10018.

Item 2. Identity and Background.

No material change

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

"As of the date hereof the Master Fund may be deemed to beneficially own 12,859,208 Shares.

As of the date hereof Harbinger Manager may be deemed to beneficially own 12,859,208 Shares.

As of the date hereof HMC Investors may be deemed to beneficially own 12,859,208 Shares.

As of the date hereof the Special Fund may be deemed to beneficially own 9,460,126 Shares.

As of the date hereof HCPSS may be deemed to beneficially own 9,460,126 Shares.

As of the date hereof HMCNY may be deemed to beneficially own 9,460,126 Shares.

As of the date hereof HMC may be deemed to beneficially own 22,319,334 Shares.

As of the date hereof Philip Falcone may be deemed to beneficially own 22,319,334 Shares.

As of the date hereof Raymond J. Harbert may be deemed to beneficially own 22,319,334 Shares.

As of the date hereof Michael D. Luce may be deemed to beneficially own 22,319,334 Shares.

As of the date hereof Harbinger NY may be deemed to beneficially own 22,319,134 Shares.

As of the date hereof Firebrand may be deemed to beneficially own 0 Shares.

As of the date hereof Scott Galloway may be deemed to beneficially own 0 Shares.

No borrowed funds were used to purchase the Shares, other than any borrowed funds used for working capital purposes in the ordinary course of business."

Item 4. Purpose of Transaction.



No material change

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Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended by deleting paragraphs (a), (b) and (c) thereof and replacing such paragraphs with the following:

“(a, b) As of the date hereof, the Master Fund, by virtue of its control over the voting and disposition of the Shares acquired by Harbinger NY with capital contributed to Harbinger NY by the Master Fund, may be deemed to be the beneficial owner of 12,859,208 Shares, constituting 8.99% of the Shares outstanding of the Issuer, based upon the 143,025,736 Shares stated to be outstanding as of November 4, 2007 by the Issuer in the Issuer’s Form 10-Q for the quarter ended September 30, 2007, filed with the United States Securities and Exchange Commission.

The Master Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 12,859,208 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 12,859,208 Shares.

(a, b) As of the date hereof, Harbinger Manager may be deemed to be the beneficial owner of 12,859,208 Shares (such Shares held by the Master Fund and acquired by Harbinger NY with capital contributed to Harbinger NY by the Master Fund), constituting 8.99% of the Shares outstanding of the Issuer, based upon the 143,025,736 Shares stated to be outstanding as of November 4, 2007 by the Issuer in the Issuer’s Form 10-Q for the quarter ended September 30, 2007, filed with the United States Securities and Exchange Commission.

Harbinger Manager has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 12,859,208 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 12,859,208 Shares.

Harbinger Manager specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

(a, b) As of the date hereof, HMC Investors may be deemed to be the beneficial owner of 12,859,208 Shares (such Shares held by the Master Fund and acquired by Harbinger NY with capital contributed to Harbinger NY by the Master Fund), constituting 8.99% of the Shares outstanding of the Issuer, based upon the 143,025,736 Shares stated to be outstanding as of November 4, 2007 by the Issuer in the Issuer’s Form 10-Q for the quarter ended September 30, 2007, filed with the United States Securities and Exchange Commission.

HMC Investors has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 12,859,208 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 12,859,208 Shares.

HMC Investors specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

(a, b) As of the date hereof, the Special Fund, by virtue of its control over the voting and disposition of the Shares acquired by Harbinger NY with capital contributed to Harbinger NY by the Special Fund, may be deemed to be the beneficial owner of 9,460,126 Shares, constituting 6.61% of the Shares outstanding of the Issuer, based upon the 143,025,736 Shares stated to be outstanding as of November 4, 2007 by the Issuer in the Issuer’s Form 10-Q for the quarter ended September 30, 2007, filed with the United States Securities and Exchange Commission.

The Special Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 9,460,126 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 9,460,126 Shares.

The Special Fund specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.



(a, b) As of the date hereof, HCPSS may be deemed to be the beneficial owner of 9,460,126 Shares (such Shares held by the Special Fund and acquired by Harbinger NY with capital contributed to Harbinger NY by the Special Fund), constituting 6.61% of the Shares outstanding of the Issuer, based upon the 143,025,736 Shares stated to be outstanding as of November 4, 2007 by the Issuer in the Issuer's Form 10-Q for the quarter ended September 30, 2007, filed with the United States Securities and Exchange Commission.

HCPSS has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 9,460,126 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 9,460,126 Shares.

HCPSS specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

(a, b) As of the date hereof, HMCNY may be deemed to be the beneficial owner of 9,460,126 Shares (such Shares held by the Special Fund and acquired by Harbinger NY with capital contributed to Harbinger NY by the Special Fund), constituting 6.61% of the Shares outstanding of the Issuer, based upon the 143,025,736 Shares stated to be outstanding as of November 4, 2007 by the Issuer in the Issuer's Form 10-Q for the quarter ended September 30, 2007, filed with the United States Securities and Exchange Commission.

HMCNY has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 9,460,126 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 9,460,126 Shares.

HMCNY specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

(a, b) As of the date hereof, HMC may be deemed to be the beneficial owner of 22,319,334 Shares (such Shares held by the Master Fund and the Special Fund and acquired by Harbinger NY with capital contributed to Harbinger NY by the Master Fund and the Special Fund, respectively), constituting 15.61% of the Shares outstanding of the Issuer, based upon the 143,025,736 Shares stated to be outstanding as of November 4, 2007 by the Issuer in the Issuer's Form 10-Q for the quarter ended September 30, 2007, filed with the United States Securities and Exchange Commission.

HMC has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 22,319,334 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 22,319,334 Shares.

HMC specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

(a, b) As of the date hereof, Philip Falcone may be deemed to be the beneficial owner of 22,319,334 Shares (such Shares held by the Master Fund and the Special Fund and acquired by Harbinger NY with capital contributed to Harbinger NY by the Master Fund and the Special Fund, respectively), constituting 15.61% of the Shares outstanding of the Issuer, based upon the 143,025,736 Shares stated to be outstanding as of November 4, 2007 by the Issuer in the Issuer's Form 10-Q for the quarter ended September 30, 2007, filed with the United States Securities and Exchange Commission.

Mr. Falcone has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 22,319,334 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 22,319,334 Shares.

Mr. Falcone specifically disclaims beneficial ownership in the Shares reported herein except to the extent of his pecuniary interest therein.

(a, b) As of the date hereof, Raymond J. Harbert may be deemed to be the beneficial owner of 22,319,334 Shares (such Shares held by the Master Fund and the Special Fund and acquired by



Harbinger NY with capital contributed to Harbinger NY by the Master Fund and the Special Fund, respectively), constituting 15.61% of the Shares outstanding of the Issuer, based upon the 143,025,736 Shares stated to be outstanding as of November 4, 2007 by the Issuer in the Issuer's Form 10-Q for the quarter ended September 30, 2007, filed with the United States Securities and Exchange Commission.

Mr. Harbert has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 22,319,334 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 22,319,334 Shares.

Mr. Harbert specifically disclaims beneficial ownership in the Shares reported herein except to the extent of his pecuniary interest therein.

(a, b) As of the date hereof, Michael D. Luce may be deemed to be the beneficial owner of 22,319,334 Shares (such Shares held by the Master Fund and the Special Fund and acquired by Harbinger NY with capital contributed to Harbinger NY by the Master Fund and the Special Fund, respectively), constituting 15.61% of the Shares outstanding of the Issuer, based upon the 143,025,736 Shares stated to be outstanding as of November 4, 2007 by the Issuer in the Issuer's Form 10-Q for the quarter ended September 30, 2007, filed with the United States Securities and Exchange Commission.

Mr. Luce has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 22,319,334 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 22,319,334 Shares.

Mr. Luce specifically disclaims beneficial ownership in the Shares reported herein except to the extent of his pecuniary interest therein.

(a, b) As of the date hereof, Harbinger NY may be deemed to be the beneficial owner of 22,319,134 Shares, constituting 15.60% of the Shares outstanding of the Issuer, based upon the 143,025,736 Shares stated to be outstanding as of November 4, 2007 by the Issuer in the Issuer's Form 10-Q for the quarter ended September 30, 2007, filed with the United States Securities and Exchange Commission.

Harbinger NY has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 22,319,134 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 22,319,134 Shares.

(a, b) As of the date hereof, Firebrand may be deemed to be the beneficial owner of 0 Shares, constituting less than 1% of the Shares outstanding of the Issuer, based upon the 143,025,736 Shares stated to be outstanding as of November 4, 2007 by the Issuer in the Issuer's Form 10-Q for the quarter ended September 30, 2007, filed with the United States Securities and Exchange Commission.

Firebrand has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 0 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 0 Shares.

(a, b) As of the date hereof, Scott Galloway may be deemed to be the beneficial owner of 0 Shares, constituting less than 1% of the Shares outstanding of the Issuer, based upon the 143,025,736 Shares stated to be outstanding as of November 4, 2007 by the Issuer in the Issuer's Form 10-Q for the quarter ended September 30, 2007, filed with the United States Securities and Exchange Commission.

Mr. Galloway has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 0 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 0 Shares.

(c) Since the date of the filing of Amendment No. 1, the Master Fund contributed 2,433,422 previously owned Shares to Master Fund's capital account in Harbinger NY. Such Shares were previously reported as deemed beneficially owned by Master Fund, Harbinger Manager, HMC Investors, HMC and Messrs. Falcone, Harbert and Luce. Such Shares may continue to be deemed beneficially owned



by such Reporting Persons following the contribution and may also be deemed to be owned by Harbinger NY.

Since the date of the filing of Amendment No. 1, the Special Fund contributed 1,216,661 previously owned Shares to Special Fund's capital account in Harbinger NY. Such Shares were previously reported as deemed beneficially owned by Special Fund, HCPSS, HMCNY, HMC and Messrs. Falcone, Harbert and Luce. Such Shares may continue to be deemed beneficially owned by such Reporting Persons following the contribution and may also be deemed to be owned by Harbinger NY.

The trading dates, number of Shares purchased and sold and price per share for all transactions in the Shares by the Reporting Persons since the date of the filing of Amendment No. 1 are set forth in Exhibit I."

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No material change.

Item 7. Material to be Filed as Exhibits.

Exhibit H: Joint Filing Agreement

Exhibit I: Transactions in the Class A Common Stock (\$0.10 par value per share)



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.**

By: Harbinger Capital Partners Offshore Manager, L.L.C.

By: HMC Investors, L.L.C.,  
Managing Member

By: /s/ William R. Lucas, Jr.  
Name: William R. Lucas, Jr.  
Title: Executive Vice President

**HARBINGER CAPITAL PARTNERS OFFSHORE MANAGER,  
L.L.C.\***

By: HMC Investors, L.L.C.,  
Managing Member

By: /s/ William R. Lucas, Jr.  
Name: William R. Lucas, Jr.  
Title: Executive Vice President

**HMC INVESTORS, L.L.C.\***

By: /s/ William R. Lucas, Jr.  
Name: William R. Lucas, Jr.  
Title: Executive Vice President



**HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS  
FUND, L.P.**

By: Harbinger Capital Partners Special Situations GP, LLC

By: HMC – New York, Inc.  
Managing Member

By: /s/ William R. Lucas, Jr.  
Name: William R. Lucas, Jr.  
Title: Executive Vice President

**HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP,  
LLC.\***

By: HMC – New York, Inc.  
Managing Member

By: /s/ William R. Lucas, Jr.  
Name: William R. Lucas, Jr.  
Title: Executive Vice President

**HMC – NEW YORK, INC.\***

By: /s/ William R. Lucas, Jr.  
Name: William R. Lucas, Jr.  
Title: Executive Vice President

**HARBERT MANAGEMENT CORPORATION\***

By: /s/ William R. Lucas, Jr.  
Name: William R. Lucas, Jr.  
Title: Executive Vice President

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/s/ Philip Falcone\*  
Philip Falcone

/s/ Raymond J. Harbert\*  
Raymond J. Harbert

/s/ Michael D. Luce\*  
Michael D. Luce

/s/ Scott Galloway\*  
Scott Galloway

**HARBINGER CAPITAL PARTNERS NY, LLC**

By: Harbinger Capital Partners Master Fund  
I, Ltd., its manager

By: Harbinger Capital Partners Offshore  
Manager, L.L.C., its investment manager

By: HMC Investors, L.L.C., its managing member

/s/ William R. Lucas, Jr.  
Name: William R. Lucas, Jr.  
Title: Executive Vice President

**FIREBRAND INVESTMENTS, LLC\***

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By: /s/ Scott Galloway  
Name: Scott Galloway  
Title: Founder and CIO

February 21, 2008

\*The Reporting Persons disclaim beneficial ownership in the shares reported herein except to the extent of their pecuniary interest therein.